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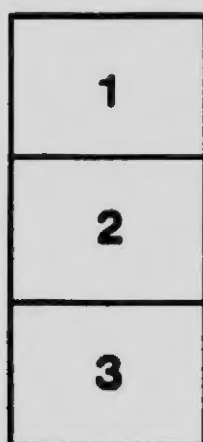
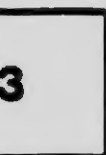
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F. Thwaites



Non-Personal Liability Non-Assessable

Prospectus

**Filed with Registrar of Joint Stock Companies at Edmonton, in the
Province of Alberta**

Registered and Head Office:

**313-314 New Herald Building
CALGARY :: ALBERTA**

THE KEYSTONE OIL COMPANY

LIMITED

Non-Personal Liability Non-Assessable

Incorporated in Canada under the laws of the Province of Alberta, pursuant to Section 63, respecting Mining Companies of the Companies' Ordinance.

Authorized Capital - \$1,000,000.00

Divided into 1,000,000 ordinary shares of \$1.00 each
par value.

Comprising:

125,000	Class A ordinary shares	\$ 125,000
600,000	Ordinary shares	600,000
275,000	Vendors' ordinary shares to be issued for the Company's hold- ings	275,000
<hr/>		<hr/>
1,000,000		\$1,000,000

Offer of 100,000 Class A ordinary shares of the par
value of \$1.00 each at 50 Cents each.

Directors:

- W. J. BUDD, Pres. W. J. Budd & Co., Ltd.; Vice-Pres. Keystone Portland Cement Co., Ltd.—President and Managing Director. Calgary, Alberta.
- R. S. WHALEY, Capitalist—Vice-President. Calgary, Alberta.
- A. W. CODD, Broker—Spokane, Washington.
- G. T. C. ROBINSON, Retired Merchant—Calgary, Alberta.
- J. F. GRAHAM, Investment Broker — Seattle, Washington.
- H. M. BUDD, Broker—Toronto, Ont.
-

Bankers:

The Canadian Bank of Commerce

Auditor:

P. H. Tod, Calgary, Alberta

Solicitors:

Lent, Jones & Mackay, Calgary, Alberta

Fiscal Agents:

W. J. Budd & Company, Limited, Calgary, Alberta

Treasurer:

Wm. Wormald.

Secretary:

E. M. Thomasson.

Registered Office:

313-314 New Herald Building, Calgary, Alberta.

Announcement

We wish to call the attention of the investors to the following:—

The proceeds of the sale of the stock now being offered for subscription, less the preliminary expenses, and commission for selling, shall be devoted to development purposes.

None of the Directors shall be paid any salaries or remuneration of any kind for services.

No promotion stock is being paid by the Company.

No cash is being paid by the Company for its lease holdings.

The Directors realizing that oil drilling is more or less speculation, will do the best to conserve the interests of the shareholders. Wells will only be drilled upon the Company's holdings after an exhaustive examination has been made by experts.

The fact of the Company's holdings being over a wide area, and in most cases close to wells now being drilled, makes the leases of more than ordinary value. No matter where oil is found, the demand for our stock should quickly increase.

The Board of Trade, Aldermen and Commissioners of the City of Calgary have stamped their approval upon the oil fields of Alberta.

The Company's holdings at present comprise an area of 2910 acres, and the vendors have contracted to assign additional leases for 960 acres, when same are received from the Government at Ottawa.

Prospectus

The Keystone Oil Company, Limited, has been organized for the purposes set forth in its Memorandum of Association, copy of which is printed on, and forms part of this prospectus, and particularly for the purpose of acquiring, dealing in, and developing petroleum and natural gas leases and properties.

Non-Personal Liability Non-Assessable

The Company has been incorporated under Section 63 respecting Mining Companies of the Companies' Ordinance of the North West Territories. No personal liability attaches to the holder of a share beyond the actual amount paid, or agreed to be paid on such share, and the shares of the Company are subject to no further assessment.

Leases Controlled

The holdings of the Company comprise the petroleum and natural gas rights on the following properties, the Directors reserving the right in their discretion to acquire further properties, or exchange portions of their holdings for other holdings adjoining wells being drilled.

Portions of:

S.W. $\frac{1}{4}$ Sec. 26, Twp. 24, Rge. 5, W. of 5th M.	40 acres
N. $\frac{1}{4}$ Sec. 16, Twp. 24, Rge. 3, W. of 5th M.	80 acres
N. $\frac{1}{4}$ Sec. 29, Twp. 17, Rge. 4, W. of 5th M.	80 acres
N. $\frac{1}{4}$ Sec. 16, Twp. 16, Rge. 1, W. of 5th M.	80 acres
S.E. $\frac{1}{4}$ Sec. 14, Twp. 16, Rge. 2, W. of 5th M.	40 acres
N.E. $\frac{1}{4}$ Sec. 7, Twp. 13, Rge. 2, W. of 5th M.	40 acres
E. $\frac{1}{2}$ Sec. 27, Twp. 32, Rge. 7, W. of 5th M.	80 acres

and the following:—

L.S.D. 12, Sec. 29, Twp. 17, Rge. 3, W. of 5th M.	40 acres
S.W. $\frac{1}{4}$ Sec. 6, Twp. 1, Rge. 13, W. of 4th M.	160 acres
Whole of Sec. 30, Twp. 35, Rge. 7, W. of 5th M.	640 acres
W. $\frac{1}{2}$ Sec. 22, Twp. 38, Rge. 27, W. of 4th M.	320 acres
E. $\frac{1}{2}$ Sec. 10, Twp. 38, Rge. 28, W. of 4th M.	320 acres
W. $\frac{1}{2}$ Sec. 22, Twp. 38, Rge. 7, W. of 5th M.	320 acres
E. $\frac{1}{2}$ Sec. 1, Twp. 39, Rge. 7, W. of 5th M.	320 acres
S.E. $\frac{1}{4}$ Sec. 2, Twp. 39, Rge. 8, W. of 5th M.	160 acres
S.E. $\frac{1}{4}$ Sec. 1, Twp. 13, Rge. 2, W. of 5th M.	160 acres
Portion of L.S.D. 3, Sec. 22, Twp. 23, Rge. 5, W. of 5th M.	20 acres
W. $\frac{1}{2}$ of N. $\frac{1}{2}$ of L.S.D. 8, of the S.E. $\frac{1}{4}$ Sec. 10, Twp. 21, Rge. 13, W. 5th M.	10 acres
And 960 acres in addition to be added by vendors when leases come from Ottawa	960 acres
	<hr/>
	3870 acres

As soon as sufficient funds are in the Treasury the Directors will proceed on the advice of a competent geologist to select the most suitable site for the Company's first well, and drilling will be proceeded with as rapidly as possible.

OPTION WITH CLASS A SHARES

Each Class A share confers upon the holder thereof the right to purchase at par from the Company, two additional ordinary shares upon oil being discovered in commercial quantities in the vicinity of the Company's holdings. This option will be open for a period of 30 days after public notice thereof has been given, by the Directors, and will not be available to any other than Class A shareholders. Otherwise the shares in the Capital Stock of the Company are ordinary shares having equal rights in the profits and assets thereof.

Control of these leasehold properties has been acquired by the Company by virtue of an Agreement dated the 10th day of June, A.D. 1914, made between W. J. Budd & Co., Limited, as vendors, and the Keystone Oil Company, Limited, as purchasers, for the consideration of \$300,000, to be paid by the allotment and issue to the vendor or its nominee or nominees of the 275,000 vendors' shares, and 25,000 Class A, ordinary shares, in the capital stock of the Keystone Oil Company, Limited, of the par value of \$1.00 each, credited as fully paid up.

Vendors' Ordinary Shares In Escrow

The Company pays no cash for the said leases, and the said 275,000 vendors' shares to be issued to the vendors will not be delivered until the whole of the present issue of 100,000 Class A shares has been subscribed.

The following further particulars are given pursuant to the requirements of the Companies' Ordinance:

No promotion stock has been issued by the Company to any person or persons.

The Directors are now issuing 100,000 Class A shares of \$1.00 each par value, and the minimum amount payable on application and allotment is 50 cents per share. The Company will not proceed to allotment or commence business until a minimum subscription of \$1000.00 has been received and 1500 shares have been allotted.

The whole proceeds of the present issue, after deduction of the preliminary expenses and commission on sale of shares, will be reserved for working capital, and available for development purposes.

The estimated amount of the preliminary expenses of the Company is \$2,500.00.

The Company is empowered by its Articles of Association and proposes to pay a commission on the sale of its shares not exceeding 30 per cent. of the cash received therefrom.

The Articles of Association fix the qualification of a Director as the holding of ten shares in the capital of the Company.

The shares held or agreed to be taken by the Directors are as follows:—

W. J. Budd	10,000 shares
R. S. Whaley	10,000 shares
A. W. Codd	10,000 shares
G. T. C. Robinson	10,000 shares
J. F. Graham	10,000 shares
H. M. Budd	5,000 shares

none of which said shares are held by a Director otherwise than in his own right as beneficial owner. These said shares have been acquired by the Directors in pursuance of the Agreement dated June 10th, 1914, between W. J. Budd & Co., Limited, and this Company before mentioned. In addition the Directors have each subscribed for ten ordinary shares in the capital of the Company and agreed to pay for same in cash.

The Certificate of Incorporation, the Articles of Association, and all contracts may be inspected at any time between the hours of 10 a.m. and 4 p.m. on business days at the registered office of the Company.

All applications must be addressed to and all cheques and remittances made payable to the Keystone Oil Company, Limited, at its registered office, Calgary, Alberta. Cheques and remittances must be payable at par at Calgary.

Dated at Calgary, Alberta, the 15th day of June,
A.D. 1914.

THE COMPANIES' ORDINANCE, 1901
(And Amending Acts)

Memorandum of Association
of
The Keystone Oil Company
LIMITED
(Non-Personal Liability)

1. The name of the Company is "The Keystone Oil Company, Limited," (non-personal liability).

2. The registered office of the Company will be situated at the City of Calgary, in the Province of Alberta.

3. The objects for which the Company is established are:—

(a) To acquire, manage, develop, work and sell mines, mineral claims and mining properties and to win, get, treat, refine and market minerals therefrom;

(b) To obtain by purchase, lease, hire, discovery, location or otherwise and hold within the Province mines, mineral claims, mineral leases, prospects, mining lands and mining rights of every description and to work, develop, operate and turn the same to account and to sell or otherwise dispose of the same or any of them or any interest therein;

(c) To dig for, raise, crush, wash, smelt, assay, analyse, reduce, amalgamate and otherwise treat gold, silver, copper, lead, ores or deposits and other minerals and metallic substances and compounds of all kinds, whether belonging to the Company or not, and to render the same merchantable, and to buy, sell and deal in the same or any of them;

(d) To carry on the business of a mining, smelting, milling and refining company in all of its branches;

(e) To acquire by purchase, lease, hire, exchange or otherwise such timber lands or leases, timber claims, licenses to cut timber, surface rights and rights of way, water rights and privileges, mills and

factories, furnaces for smelting and treating ores and refining metals, buildings, machinery, plant or other real or personal property as may be necessary for or conducive to the proper carrying out of any of the objects of the Company;

(f) To construct, maintain, alter, make, work and operate on the property of the Company or on property controlled by the Company any canals, trails, roads, ways, tramways, bridges and reservoirs, dams, flumes, race and other ways, water courses, aqueducts, wells, wharves, furnaces, saw-mills, crushing works, smelting works and concentrating works, hydraulic works, electrical works and appliances, warehouses, buildings, machinery, plant, stores and other works and conveniences which may seem conducive to any of the objects of the Company, and, with the consent of the shareholders in general meeting, to contribute to, subsidize or otherwise aid or take part in any such operation though constructed and maintained by any other Company or persons outside of the property of the Company, and to buy, sell, manufacture and deal in all kinds of goods, stores, implements, provisions, chattels and effects required by the Company or its workmen and servants.

(g) To build, acquire, own, charter, navigate and use steam and other vessels for the purpose of the Company;

(h) To take, acquire and hold as the consideration for ores, metals or minerals sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures, bonds or other securities of or in any other Company; the objects of which are restricted as herein aforesaid, and to sell or otherwise dispose of the same;

(i) To enter into any arrangement for sharing profits, union of interests or co-operation with any other person or company carrying on, or about to carry on, any business or transaction which a Company specially limited under this Section is authorized to carry on;

(j) To purchase or otherwise acquire and undertake all or any of the assets, business, property, privileges, contracts, rights, obligations and liabilities of any person or company carrying on any part of the

business which a company specially limited under this section is authorized to carry on, or possessed of property suitable for the purposes thereof;

(k) To borrow or raise money for the purposes of the Company; but so that the amount so borrowed or raised shall not, without the sanction of a general meeting of the Company, exceed one-quarter of the amount of the paid-up capital for the time being, and for the purpose of securing such money and interest or for any other purpose to mortgage or charge the undertaking or all or any part of the property of the Company, present or after-acquired, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations and other negotiable and transferable instruments; **PROVIDED, HOWEVER,** that the restriction in this sub-section contained as to borrowing without the sanction of a general meeting shall not be deemed to be imperative and shall in no wise limit, control or affect any power of borrowing vesting in the Board of Directors of the Company or of the Company under the Memorandum of Association or the Articles of Association or Bylaws of the Company;

(l) To distribute any of the property of the Company among the members in specie;

(m) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with the undertaking of the whole or any part of the property and rights of the Company with the power to accept as the consideration any shares, stocks or obligations of any Company;

PROVIDED, HOWEVER, that in case of a sale of shares in a company, such shares shall be fully paid up;

(n) To do all such other things as are incidental or conducive to the attainment of the foregoing objects.

4 The liability of the members is limited, the Company being incorporated under Section 63 of The Companies' Ordinance, 1901, and Amending Acts.

5. No liability beyond the amount actually paid upon shares and stock in the Company by the sub-



